



Minutes: Board of Directors Meeting #5 October 10, 2014

LOCATION:

Coast Plaza Hotel, 10155-105 St., Edmonton, AB

MEMBERS PRESENT:

Dr. Lorne Taylor, Chair; Dr. Gregory Taylor, Vice-Chair (via Skype); Mike Beaver; Arlin Hackman; Sheila Leggett; Patricia McCunn-Miller; Dr. Robert Page.

STAFF:

Kelly Ness, Board Secretariat; George Murphy, Lead, Agency Services; Shelly Little, Senior Financial Officer; Val Mellesmoen, Communications Consultant; Morna Hussey, Lead, Field Monitoring; Prasad Valupadas, Lead, Evaluation and Reporting; Avy Wolf, Human Resources.

1. Welcome

1.2 Chair's opening remarks – Lorne Taylor

The Chair called the meeting to order at 9:15am and Kelly Ness recorded the minutes. A quorum of directors was present with Gregory Taylor joining via Skype from Japan. Management was provided with actions as a result of the Board's dinner and breakfast meetings with the Alberta Airsheds Council (AAC) and Alberta Biodiversity Monitoring Institute (ABMI).

Actions:

- CEO to follow up with AAC regarding proposal for small amount of funding to develop a proposal for a provincial agreement/MOU for working together to conduct air monitoring
- CEO to work with ABMI to identify implications, financial and other, of entering into a joint venture with ABMI to deliver all biodiversity and land monitoring for AEMERA

1.3 Approval of agenda and minutes

Resolution 24/14: Bob Page moved that the agenda be accepted as presented. Sheila Leggett seconded. Motion CARRIED.

Resolution 25/14: Bob Page moved that the minutes be accepted as amended. Arlin Hackman seconded. Motion CARRIED.

3. Board Business

3.1 CEO Appointment

Resolution 26/14: Sheila Leggett moved that the Board appoint Jay Nagendran as CEO for a period of up to a year, or until the Board completes its recruitment of a CEO. Arlin Hackman seconded. Motion CARRIED.

2. Reports and Information

2.1 Report from CEO –Jay Nagendran

The Board heard an update from the CEO on demarcation, strategic planning, digital business presence, organization structure, accommodations and recent meetings. Based on experiences during two days spent in Edmonton offices in early October, the Chair recommended that the Board reconsider the decision to hold off on seeking a consolidated office for AEMERA staff in downtown Edmonton. The Board directed that the CEO seek a short-term (one year) lease, in government space if available, to co-locate staff that are currently in various downtown Edmonton offices.

2.2 Report from the Transition Committee

The Board heard that the Transition Committee met via conference call September 18, 2014 and October 1, 2014. The committee had been established to provide guidance to staff, and to review the process and candidates for the two executive management

recruitments that had been initiated to keep the process on track until a CEO was in place. The new CEO began work October 1, 2014, which has removed the need for the transition committee.

Resolution 27/2014: Patricia McCunn-Miller moved that the Board dissolve the Transition Committee. Bob Page seconded. Motion CARRIED.

(Note: the CEO excused himself from the meeting during this discussion) The Transition Committee also met October 7, 2014 to discuss the proposals from search firms for the recruitment of the permanent CEO. This work will be transferred to a new sub-committee reporting back to the Governance and HR Committee, consisting of members of the former Transition Committee: Sheila Leggett, Arlin Hackman, Patti McCunn Miller and Lorne Taylor. The transition committee had recommended to the Governance and HR Committee, following a limited Request for Proposals for recruitment services to five firms, that Conroy Ross be awarded the contract to conduct the CEO recruitment. Board members suggested that two additional firms be asked to provide proposals before a final decision is made. In the interim, a meeting will be set up with the CEO Recruitment Committee of the board to interview Conroy Ross in Calgary. Lorne Taylor and Arlin Hackman will join the meeting by teleconference.

Action:

- *Agency Services to arrange meeting/teleconference with Conroy Ross in their Calgary offices.*

2.2 Report from Finance and Audit Committee – Bob Page

The Board heard a report on the Finance and Audit Committee meeting, which was held October 9, 2014 in Edmonton. The committee discussed AEMERA's 2014/15 budget and ongoing work regarding demarcation. There was also discussion of the Office of the Auditor General (OAG) program review of the Joint Oil Sands Monitoring (JOSM) Program. A letter has been drafted from the Chair of the Board, copied to the Chair of the Finance and Audit Committee and the CEO, transmitting AEMERA's response to the OAG request for an implementation plan to address the JOSM program review recommendations. The committee has also recommended that a letter be prepared to apprise the Minister of Environment and Sustainable Resource Development and the Minister of International and Intergovernmental Relations of AEMERA's desire to participate in any discussions regarding the ongoing role of the federal government in oil sands monitoring given AEMERA's responsibility for delivering on JOSM outcomes.

Action:

- A letter be drafted for the Chair to send to the Minister respectfully requesting AEMERA be consulted on any future discussions on JOSM between the Government of Alberta and Government of Canada.

2.3 Report from Governance and HR Committee – Patricia McCunn-Miller

The Board heard a report on the Governance and HR Committee meeting, held October 9, 2014 in Edmonton. The committee noted that it has established a sub-committee, comprised of the members who had been on the transition committee, to oversee recruitment of AEMERA's permanent CEO.

Regarding recruitment to executive management positions, the committee recommended cancelling the recruitment to the Field Operations position and suspending active recruitment but maintaining contact with those on the short list for the Chief Scientist position. The Board decided that given that there are strong candidates on the list and that the need is great, the recruitment to the Chief Scientist position should continue. The CEO will review the short list, choose a candidate and then bring to the Governance and HR Committee and the Board for information and endorsement.

The committee noted that there had been no agreement on a salary structure for the executive management positions. The Board asked that Human Resources staff review and bring back to the Board at the next meeting for decision in the context of the organizational chart and position profiles.

The committee noted that it had provided guidance that a short list of 12 candidates for the Science Advisory Panel be developed before soliciting expressions of interest. The Board decided that it would be appropriate to have the CEO initially recommend the appointment of six members, and build to eight members over time. Staff were directed to bring a final list of eight candidates approved by the CEO to the Governance and HR Committee and Board for endorsement – six members with two names in reserve.

3. Board Business

3.2 Bank Signatories – Shelly Little

AEMERA's bank account requires two signatories for disbursements/withdrawals. Four individuals were added to the account to ensure availability of at least two signatories – two staff (CEO, CFO) and two Board members (Chair, Vice-Chair). The Vice-Chair was selected as he originally resided in Edmonton. The Board decided that the appropriate governance model was that the second

Board signatory on the bank account be the Chair of the Finance and Audit Committee rather than the Vice-Chair. Gregory Taylor's name will remain on the account to enable him to act in his capacity as Vice-Chair to sign on the Chair's behalf if the Chair is not available.

Resolution 28/14: Gregory Taylor moved that the Board approve adding the Chair of the Finance and Audit Committee as the second Board signatory on the bank account. Mike Beaver seconded. Motion CARRIED. 3.3 AEMERA Aboriginal Program – Denise Auriat

The Board heard an update on development of AEMERA's aboriginal program. Based on Board direction in June, an aboriginal forum has been initiated in the oil sands area to discuss capacity building and monitoring. The forum provides the means for AEMERA to gather information from aboriginal communities on MER planning and also allows AEMERA to share information out with those communities. The forum in the oil sands area is a model that will be applied across the province over time. Staff are seeking advice of aboriginal people on how to best interact with aboriginal people and how to best incorporate Traditional Ecological Knowledge (TEK). The Board wants to better understand the integration of TEK and western science.

Action:

- *CEO to arrange for a recognized expert on the integration of TEK and western science to speak with the Board to help them gain a better understanding of how best to develop a program for AEMERA..*

5. Strategic Planning

5.1 Strategy session – Patricia Mc-Cunn-Miller

The Board heard an overview of next steps in strategy development. Five focus areas have been identified. The CEO will work with Framework Partners to set dates for additional strategy sessions in October and early November.

4. Communications

4.1 Communications and Reporting Protocol – Val Mellesmoen

The Board heard an update on development of an AEMERA communications and reporting protocol. Other organizations' protocols have been reviewed, e.g. US Environmental Protection Agency, Office of the Auditor General, ABMI, US open data program, JOSM protocol. A first draft will be provided before the November Board meeting.

4.2 Communications update – Val Mellesmoen

The Board heard an update on the staff and stakeholder events being planned to recognize AEMERA's six month "anniversary."

2:00PM MEETING ADJOURNED